USDC SDNY

DATE FILED: NOV 06 2008

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PENGUIN GROUP (USA) INC.,

Plaintiff,

-against-

THOMAS STEINBECK and BLAKE SMYLE,

Defendants

04 CIV 6795 (GBD)

STIPULATION AND ORDER FOR SUBSTITUTION OF COUNSEL

IT IS HEREBY STIPULATED AND AGREED that Holland & Knight LLP, 195 Broadway, New York, NY 10007, be substituted in place of Manatt, Phelps & Phillips, LLP, 7 Times Square, 22nd Floor New York NY 10036, and 11355 West Olympic Boulevard, Los Angeles, CA 90064-1614, as attorneys for Defendants and Counterclaim Defendants, Thomas Steinbeck and Blake Smyle, in this action.

Dated: November 5, 2008

HOLLAND & KNIGHT LLP

By: ______________________
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Incoming Attorneys for Defendants Thomas Steinbeck and Blake Smyle

MANATT, PHELPS & PHILLIPS, LLP

By: ______________________
Mark S. Lee (Bar No. CA 094103, Admitted *Pro Hac Vice*)
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Outgoing Attorneys for Defendants Thomas Steinbeck and Blake Smyle

SO ORDERED: NOV 06 2008

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HON. GEORGE B. DANIELS
United States District Judge